

THE COMPANIES ACTS, 1985 TO 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SPECIES 2000**

Incorporated on 11th December, 1997

Company Number: 3479405

**D E N I S O N
T I L L**

S O L I C I T O R S

Ref: **AMMD/941**

**Goodbard House - Infirmary Street - Leeds LS1 2JS -Telephone 0113 246 7161
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THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of SPECIES 2000

1 Name

The name of the Company is "SPECIES 2000".

2 Registered office

The registered office of the Company will be situated in England.

3 Objects and Powers

3.1 The Company is established to:

- (A) facilitate and promote technical and scientific cooperation in the study of biological diversity in all its branches and the sharing of biodiversity knowledge in all parts of the world.
- (B) collect, preserve, store, reproduce, examine, index, distribute and provide access to information relating to biological diversity including without prejudice to that generality taxonomy, systematics, zoology, botany, mycology and microbiology and without prejudice to that generality to organise, construct and maintain an information system providing access to biological diversity information of all kinds and without prejudice to that generality to provide an interactive information network for all persons interested in biological diversity in all parts of the world; and
- (C) inform all persons concerned with biological diversity and promote research, education and capacity building in matters relating to biological diversity and hold exhibitions, conferences, meetings and seminars on matters appertaining to biological diversity and to publish books, pamphlets, journals, periodicals, newspapers and all manner of publications including those using electronic media relating to biological diversity.

In furtherance of such objects, but not further or otherwise, the Company shall have power:

- 3.2 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets, or other documents or films or recorded tapes;
- 3.3 to hold exhibitions, meetings, lectures, classes, seminars, workshops and courses either alone or with others;
- 3.4 to promote research, scientific work, scientific investigation and development into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
- 3.5 to co-operate and enter into arrangements with any authorities, international, national, local, or otherwise;

- 3.6 to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 3.7 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- 3.8 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
- 3.9 subject to such consents as are required by law to borrow or raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit;
- 3.10 to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object or is ancillary to the carrying out of the said object;
- 3.11 to take and accept any gift of money, property or other assets, whether subject to any special trusts or not, for any one or more of the objects of the Company;
- 3.12 to invest the money of the Company not immediately required for its objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as provided below;
- 3.13 to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary for the work of the Company;
- 3.14 to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- 3.15 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- 3.16 to employ and pay any person or persons not being directors of the Company, to supervise, organise, carry on the work and advise the Company;
- 3.17 to pay out of the funds of the Company the cost of any premium of any insurance or indemnity to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or wrongful omission, breach of duty or breach of trust of which they may be guilty any relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or default on the part of the directors (or any of them);
- 3.18 to apply monies in insuring any buildings to their full value;

- 3.19 to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- 3.20 subject to the provisions of clause 4 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;
- 3.21 to amalgamate with any companies, institutions, societies, or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this memorandum of association;
- 3.22 to pay out of the funds of the Company the costs, charges and expenses of any incidental to the formation and registration of the Company;
- 3.23 to establish where necessary local branches (whether autonomous or not); and
- 3.24 to do all such other lawful things as shall further the above objects or any of them.

4 Application of Income and Property

The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this memorandum of association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no director of the Company shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing shall prevent any payment in good faith by the Company;

- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Company, not being a director of the Company, for any services rendered to the Company;
- 4.2 of interest on money lent by any member of the Company at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the directors of the Company or 3% whichever is the greater;
- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or any of its directors;
- 4.4 of fees, remuneration or other benefit in money or money's worth to a company of which a director of the Company may be a member holding not more than one one-hundredth part of the capital of that company; and
- 4.5 to any member of the Company in respect of out-of-pocket expenses.

5 Limited liability

The liability of the members is limited.

6 Contribution to assets of the Company

Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights to the contributors among themselves such amount as may be required not exceeding one pound.

7 Surplus assets

If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of clause 4, such institution or institutions to be determined by members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS (signatures, addresses and descriptions of subscribers to memorandum)

Name: Frank Ainley Bisby

Address:

Occupation: Scientist/Biologist

SIGNATURE FA BISBY

Name: Michael Neil Dadd

Address:

Occupation: Scientist/Biologist

SIGNATURE MN DADD

Name: Petrus Hendricus Schalk

Address:

Occupation: Scientist/Biologist

SIGNATURE PH SCHALK

Dated the 14th Day of November 1997

WITNESS to the signature of:
FRANK AINLEY BISBY:

Name: Talal Younes

Address: IUBS 51 Blvd de Montmorency
75016 Paris France

Description Executive Director

WITNESS to the signature of:
MICHAEL NEIL DADD:

Name: Talal Younes

Address: IUBS 51 Blvd de Montmorency
75016 Paris France

Description Executive Director

WITNESS to the signature of:
PETRUS HENDRICUS SCHALK:

Name: Talal Younes

Address: IUBS 51 Blvd de Montmorency
75016 Paris France

Description Executive Director

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of SPECIES 2000

1 Definitions and interpretation

In these articles:

- 1.1 “the Act” means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts;
- 1.2 “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
- 1.3 “the Company” means the above named Company;
- 1.4 “Directors” means the Board of Directors of the Company;
- 1.5 “the Office” means the registered office of the Company;
- 1.6 “the Seal” means the common seal of the Company;
- 1.7 “Secretary” means any person appointed to perform the duties of the secretary of the Company;
- 1.8 “the United Kingdom” means Great Britain and Northern Ireland;
- 1.9 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 1.10 unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the Company; and
- 1.11 words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

2 Objects

The Company is established for the objects expressed in the Memorandum of Association.

3 Members

- 3.1 The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
- 3.2 Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.

- 3.3 An application for membership may be approved or rejected by the Directors. The Directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.
- 3.4 Unless the Directors of the Company in general meeting shall make other provision pursuant to the powers contained in Article 23, the Directors may in their absolute discretion permit any members of the Company to retire provided that after such retirement the number of members is no less than 3.

4 General meetings

- 4.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 4.2 The Directors may, whenever they think fit, convene and Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by the Act. If at any time there are not sufficient Directors to form a quorum, any Director or any two members of the Company may convene and Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

5 Notice of general meetings

- 5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below; or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:
- 5.1.1 in the case of the Annual General Meeting, by all members entitled to attend and vote; and
- 5.1.2 in the case of any other meeting, by a majority of the members having a right to vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members;
- 5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

6 Proceedings at general meetings

- 6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors, in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
- 6.2 No business shall be transacted at any general meeting, unless a quorum of members is present at the time when the meeting proceeds to business; two members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.
- 6.3 The Chair, if any, of the Directors shall chair every general meeting of the Company, or if there is no such chair, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the vice-chair of the Directors shall chair the meeting or failing that the Directors present shall elect one of their number to chair the meeting.
- 6.4 If at any meeting no Director is willing to act as Chair or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
- 6.5 A Director shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any general meeting.
- 6.6 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
- 6.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 6.7.1 by the Chair; or
 - 6.7.2 by at least two members present and having the right to vote at the meeting;
or
 - 6.7.3 by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting.
- 6.8 Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

- 6.9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 6.10 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to second or casting vote.
- 6.11 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.12 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

7 Votes of Members

- 7.1 Subject to article 6.10 every member shall have one vote.
- 7.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Company has been paid.
- 7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

8 Organisations acting by representative at meetings

Any organisation which is a member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

9 Directors

- 9.1 The maximum and minimum number of Directors shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Directors shall be three.
- 9.2 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have appointed under these articles. Future directors shall be appointed as provided subsequently in these articles.

9.3 The Directors may be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or general meetings of the Company or in connection with the business of the Company.

10 **Borrowing powers**

The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

11 **Powers and duties of the Directors**

11.1 The business of the Company shall be managed by the Directors who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

11.2 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed and otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

11.3 The Directors shall cause minutes to be made:

11.3.1 of all appointments of officers made by the Directors.

11.3.2 of the names of the Directors present at each meeting of the Directors;

11.3.3 of all resolutions and proceedings at all meetings of the Company, and of the Directors.

12 **Disqualification of Directors**

12.1 The office of Director shall be vacated if the Director:

12.1.1 becomes bankrupt or makes an arrangement or composition with his creditors generally; or

12.1.2 ceases to be a Director by virtue of any provision of the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or

12.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

12.1.4 resigns his office by written notice to the Company; or

12.1.5 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act; or

12.1.6 is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated;

12.2 A Director may vote in respect of any contract in which he is interested or any matter arising out of it, and if he does so vote, his vote shall be counted provided he has made full disclosure as required by law to the Directors.

13 **Election of Directors**

13.1 Unless the Directors shall resolve otherwise at the first and every subsequent Annual General Meeting of the Company it shall not be necessary for any Director to retire from office.

13.2 Subject to Article 9.1 the Company may from time to time by ordinary resolution increase or reduce the number of Directors.

13.3 The Directors shall have the power at any time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Directors shall not at any time exceed any maximum number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

13.4 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Director before the expiration of his period of notice notwithstanding anything in these articles or in any agreement between the Company and such Director. The Company may by ordinary resolution appoint another person in place of a Director removed under this article.

13.5 No person may be appointed as Director:

13.5.1 unless he has attained the age of 18 years;

13.5.2 in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 12.

14 **Proceedings of the Director**

14.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Director may, and the Secretary on the request of a Director shall at any time summon a meeting of the Directors. It shall be necessary to give notice of a Directors meeting to every Director for the time being.

14.2 The quorum necessary for the transaction of business of the Directors may be fixed by the Directors and, unless so fixed, shall be a minimum of two.

14.3 The Directors may act notwithstanding any vacancy in their body, but, if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of Directors, the Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

- 14.4 The Directors may elect a Chair of the meeting and determine the period for which he is to hold office; but, if such Chair is not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to Chair the meeting.
- 14.5 The Directors may delegate any of their powers to sub-committees consisting of such persons as it thinks fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Directors and shall report all acts and proceedings to the Directors fully and promptly.
- 14.6 A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or, if at any meeting the Chair is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to Chair the meeting.
- 14.7 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of vote the Chair shall have a second or casting vote.
- 14.8 All acts done by any meeting of the Directors or of a sub-committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 14.9 A resolution in writing, signed by all the Directors entitled to receive notice of a Directors meeting, shall be as valid and effectual as if it had been passed at a Directors meeting duly convened and held, and may consist of several documents in like form each signed by one or more of the Directors.

15 Secretary

- 15.1 Subject to Section 293 of the Act, the Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit; and any Secretary so appointed may be removed by the Directors provided that no Director may occupy the salaried position of Secretary.
- 15.2 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary

16 The Seal

The Directors shall provide for the safe custody of the seal if any, which shall be used only by the authority of the committee or of a sub-committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

17 Accounts

Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

18 Annual Report

The Directors shall prepare an annual report as required by law.

19 Annual Return

The Directors shall, if the Company is registered as a charity, comply with the obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

20 Notices

20.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Directors need not to be in writing;

20.2 The Company may give any notice to a member either personally or by sending it by post to him at his registered address or by leaving it at that address.

20.3 Notice of every general meeting shall be given in any manner authorised by these articles to:

20.3.1 every member except those members who have not supplied to the Company an address for the giving of notices to them;

20.3.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

20.3.3 the auditor for the time being of the Company; and

20.3.4 each Director.

No other person shall be entitled to receive notice of general meetings.

20.4 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called.

20.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

21 Indemnity

Subject to the provisions of the Act every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

22 **Dissolution**

Clause 7 of the memorandum of association relating to winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

23 **Rules or byelaws**

23.1 The Directors may from time to time make such rules or byelaws as they may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of conditions of membership.

23.2 The Company in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Directors shall adopt such means as they deem sufficient to bring to the notice of the members of the Company all such rules and byelaws, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
(signatures, addresses and descriptions of subscribers to memorandum)

Name: Frank Ainley Bisby

Address:

Occupation: Scientist/Biologist

SIGNATURE FA BISBY

Name: Michael Neil Dadd

Address:

Occupation: Scientist/Biologist

SIGNATURE MN DADD

Name: Petrus Hendricus Schalk

Address:

Occupation Scientist/Biologist SIGNATURE PH SCHALK

Dated the 14th Day of November 1997

WITNESS to the signature of:
FRANK AINLEY BISBY:

Name: Talal Younes

Address: IUBS 51 Blvd de Montmorency
75016 Paris France

Description Executive Director

WITNESS to the signature of:
MICHAEL NEIL DADD:

Name: Talal Younes

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